

Gary Adelman (GA7138)  
BARTON, BARTON & PLOTKIN, LLP  
420 Lexington Avenue  
New York, NY 10170  
(212) 687-6262  
*Attorneys for Defendants*

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

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LYONS PARTNERSHIP, L.P. AND HIT  
ENTERTAINMENT, INC.,

Plaintiffs,

Civil Action No: 07 CIV 7121  
(Judge Stanton)

v.

**VERIFIED ANSWER**

PARTY ART PRODUCTIONS INC., ROBERTA  
HERMAN, PHILIP HERMAN, PARTY POOPERS,  
INC., MARLA MASE, 57TH STREET PARTY  
CORP. D/B/A SAVE THE DATE, JENNIFER  
GILBERT, THE MAGIC AGENCY INC., SHELLEY  
CARROL, ERIC SILVEY D/B/A ERIC SILVEY  
ENTERTAINMENT,

Defendants.

-----X

The Defendants PARTY POOPERS, INC. and MARLA MASE (collectively the  
“Defendants”), by their attorneys Barton, Barton & Plotkin, LLP, answering the Plaintiffs,  
LYONS PARTNERSHIP, L.P. AND HIT ENTERTAINMENT, INC’s. (collectively the  
“Plaintiffs”), complaint (the “Complaint”), allege as follows:

1. Defendants deny knowledge and information sufficient to form a belief as to the  
truth of the allegations contained in paragraphs 1, 2, 3, 7, 8, 9, 11, 12, 13, 14, 15, 16, 17, 18, 19,  
20, 21, 22, 23, 24, 25, 26, 27, 28, 29, 30, 31, 32, 33, 34, 35, 36, 37, 38, 39, 40, 41, 42, 43, 44, 45,  
46, 47, 48, 49, 50, 51, 52, 53, 54, 55, 57, 58, 59, 61, 62, 63, 64, 65, 68, 69, 70, 71, 77, 81, 91, 92,  
93, 94, 95, 105, 106, 107, 108, 109, 111, and 128 of the Complaint.

2. Defendants admit that they transact business in the State of New York and in the judicial district of this Court. Defendants deny the remaining allegations of this paragraph.

3. Defendant Party Poopers, Inc. admits that it was and is a corporation organized and existing under the laws of New York. Defendant Party Poopers, Inc. denies the remaining allegations of paragraph 10 a. of the Complaint. Defendant Party Poopers principal place of business is located at 11 Beach St. Suite 410, New York, NY 10013.

4. Defendant Marla Mase admits that she is, and at all relevant times was, a director and shareholder of Defendant Party Poopers, Inc. and owns Party Poopers, Inc. Defendant Marla Mase further admits that she is personally responsible for the daily management, operation, and financial control of Party Poopers, Inc., and that she resides in and transacts business in the District of this Court. Defendant Marla Mase denies the remaining allegations of paragraph 10 b. of the Complaint.

5. Defendants admit the allegations contained in paragraphs 5, 6, and 60 of the Complaint.

6. Defendants deny the allegations contained in paragraphs 56, 66, 67, 72, 73, 74, 75, 76, 78, 79, 80, 82, 83, 84, 85, 86, 87, 88, 89, 96, 97, 98, 100, 101, 102, 103, 110, 112, 113, 114, 115, 117, 118, 119, 120, 122, 123, 124, 125, 126, 129, 130, 131, 132, 133, 134, 135, and 136 of the Complaint.

#### **AFFIRMATIVE DEFENSES**

7. The Defendants hereby set forth their separate and distinct affirmative defenses to the claims set forth in the Plaintiffs' Complaint. By listing any matter as an affirmative defense, the Defendants do not assume the burden of proving any matter upon which the Plaintiffs bear the burden of proof under applicable law.

**FIRST AFFIRMATIVE DEFENSE**

8. Plaintiffs fail to state a claim against the Defendants for which relief can be granted.

**SECOND AFFIRMATIVE DEFENSE**

9. Plaintiffs' claims are barred, because they have not suffered any legally cognizable injury or damage.

**THIRD AFFIRMATIVE DEFENSE**

10. Plaintiffs' claims are barred by the doctrine of estoppel.

**FOURTH AFFIRMATIVE DEFENSE**

11. Plaintiffs' claims are barred by the doctrine of unclean hands.

**FIFTH AFFIRMATIVE DEFENSE**

13. That the rights of action and/or the causes of action and/or each of them set forth in the Complaint as against the Defendants are barred by the applicable statute of limitations.

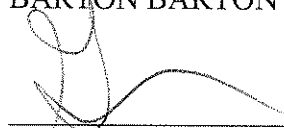
12. Defendants hereby give notice that they intend to rely upon other and further defenses as may become available or apparent during the discovery proceedings in the action and hereby reserve the right to amend its answer to the Complaint and to assert any other defense or claim by appropriate motion.

**WHEREFORE**, having fully answered the Complaint, the Defendants demand judgment be entered dismissing the Complaint and awarding the Defendants their attorney's fees, costs and disbursements of this action, and such other and further relief as the Court may deem just and proper.

Dated: New York, New York  
September 5, 2007

Respectfully submitted,

BARTON BARTON & PLOTKIN, LLP



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Gary Adelman (GA7138)  
*Attorneys for the Defendant*  
Up Above Music, Inc.  
420 Lexington Avenue, Ste 1830  
New York, NY 10170  
Tel: 212-687-6262

TO:  
Toby M.J. Butterfield  
COWAN, DeBAETS, ABRAHAMS and  
SHEPPARD LLP  
*Attorneys for Plaintiffs*  
41 Madison Avenue, 34<sup>th</sup> Floor  
New York, NY 10010  
Tel: (212) 974-7474  
Fax: (212) 974-8474

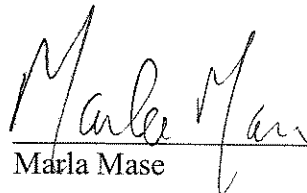
**VERIFICATION**

UNITED STATES DISTRICT COURT     )  
SOUTHERN DISTRICT OF NEW YORK    )

ss:

I, Marla Mase, being duly sworn state that I am the Defendant herein, I have read the foregoing VERIFIED ANSWER and know the contents thereof; the same is true to my own knowledge, except as to the matters therein stated to be alleged on information and belief, and as to those matters I believe them to be true. The grounds of my belief as to all matters not stated upon my own knowledge are documents in my possession and conversations with the Defendant's witnesses.

Dated: New York, NY  
September 10, 2007

  
\_\_\_\_\_  
Marla Mase

Sworn to before me this  
10 day of September, 2007.

  
\_\_\_\_\_  
Notary Public

Marc Andrew Lavalis  
Notary Public, State of New York  
No. 31-02LA6072896  
Qualified in New York  
Commission Expires April 15, 2010